

# Determining the Value of a Business

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*U.S. Small Business Administration*

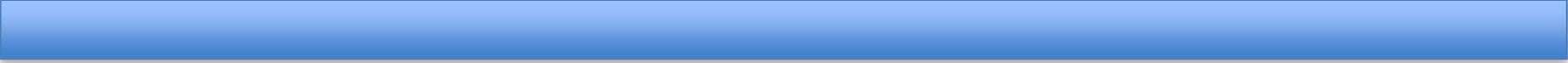
# Determining the Value of a Business

## Hot Topics & Case Studies



Presented by:

**Neal Patel, CBA, CVA**



We would like to thank Neal for his time and providing information regarding his experience on SBA lending programs from his perspective.

All opinions, conclusions, and/or recommendations expressed herein are those of the presenter and do not necessarily reflect the views of the SBA.



*U.S. Small Business Administration*

# Neal Patel, CBA, CVA

- Neal Patel, CBA, CVA is the Principal of Reliant Business Valuation, a business valuation and equipment appraisal firm specialized in SBA related valuations nationwide.
- He is a Certified Business Appraiser through the Institute of Business Appraisers (IBA) where he is the Chair of the Board of Governors and a Certified Valuation Analyst through the National Association of Certified Valuators and Analysts (NACVA).
- Reliant Business Valuation is a leading business valuation and equipment appraisal firm for SBA lenders and currently works with over 150 of the nation's top SBA lenders.



# SBA Rules and Requirements

SOP Updates

SBA Rules and Requirements

The Role of Intangible Assets

Equipment Appraisals



# The Valuation Process

FMV vs. Investment Value

Cash Flow Analysis: Franchise

Valuation Methods and Multiples

Typical Add-backs & Normalizing Adjustments

Red Flags



# SOP 50 10 5(H) – Special Purpose Property

## Examples of Special Purpose Properties (pg. 239 -240 SOP 5(H))

Amusement parks	
Bowling alleys	Mines
Car wash properties	Museums
Cemeteries	Nursing homes, inc. assisted living facilities
Clubhouses	Oil wells
Cold storage facilities...	Quarries, including gravel pits
Dormitories	Railroads
Farms, including dairy facilities	Sanitary landfills
Hospitals, surgery centers, urgent care centers and other health or medical Facilities	Service centers (e.g., oil and lube, brake or transmission centers) with pits and in ground lifts
Funeral homes with crematoriums	Sports arenas
Gas stations	Swimming pools
Golf courses	Tennis club
Hotels, motels, and other lodging facilities	Theaters
Marinas	Wineries



# SOP 50 10 5(H) – Special Purpose Property

- Additionally,
  - *The appraisal must allocate separate values to the individual components of the transaction including land, building, equipment and intangible assets.*
  - *The Certified General Real Property Appraiser must have completed no less than four going concern appraisals of equivalent special use property as the property being appraised, within the last 36 months, as identified in the qualifications portion of the Appraisal Report.*
  - *Each appraisal assignment under this section must be... in compliance with current USPAP guidelines.*



# When is a Third Party Appraisal Required? (Non Special Purpose Property)

If the amount being financed (including any 7(a), 504, seller or other financing) minus the appraised value of real estate and/or equipment is greater than \$250,000, **or..**

If there is a close relationship between the buyer and seller (for example, transactions between family members or business partners), **or..**

If the lender's internal policies and procedures require an independent business appraisal from a qualified source



# SBA's Definition: Intangible Assets

The value of the intangible assets is determined by either...

- the book value as reflected on the business' balance sheet,
- a separate appraisal for the particular asset, or
- the value of the business as identified in the business appraisal minus the sum of the working capital assets and the fixed assets being purchased.



# Intangible Assets: SOP Definition

*The value of the intangible assets is determined by...the value of the business as identified in the business appraisal minus the sum of the working capital assets and the fixed assets being purchased.*

*In other words:*

intangible assets =  
business value – (working capital\* + fixed assets)

\*Working Capital = Current Assets – Current Liabilities



# Intangible Assets: SOP Definition

Final Value	\$700,000
Cash or Cash Equivalent	\$0
Accounts Receivable	\$0
Inventory	\$50,000
Other Current Assets	\$0
Fixed Assets (net book value)	\$100,000
Other Assets	\$0
Total Tangible Assets Included in Value	\$150,000
Current Liabilities	\$0
Long Term Liabilities	\$0
Total Liabilities Included in Value	\$0
Assets less Liabilities (rounded)	\$150,000
Final Value minus (Assets less Liabilities)	
Total Intangible Assets Included in Value	\$550,000



# Intangible Assets: SOP Definition

Final Value	\$700,000
Cash or Cash Equivalent	\$0
Accounts Receivable	\$0
Inventory	\$50,000
Other Current Assets	\$0
Fixed Assets ( <b>appraised</b> value)	\$250,000
Other Assets	\$0
Total Tangible Assets Included in Value	\$300,000
Current Liabilities	\$0
Long Term Liabilities	\$0
Total Liabilities Included in Value	\$0
Assets less Liabilities (rounded)	\$300,000
Final Value minus (Assets less Liabilities)	
Total Intangible Assets Included in Value	\$400,000



# Intangible Assets: SOP Definition

Final Value	\$600,000
Cash or Cash Equivalent	\$0
Accounts Receivable	\$0
Inventory	\$50,000
Other Current Assets	\$0
Fixed Assets ( <b>appraised</b> value)	\$250,000
Other Assets	\$0
Total Tangible Assets Included in Value	\$300,000
Current Liabilities	\$100,000
Long Term Liabilities	\$0
Total Liabilities Included in Value	\$100,000
Assets less Liabilities (rounded)	\$200,000
Final Value minus (Assets less Liabilities)	
Total Intangible Assets Included in Value	\$400,000



# Important Reminder: Transaction Type

SOP 50 10 5(G) States: *"The scope of work should identify whether the transaction is an asset purchase or stock purchase and be specific enough for the individual performing the business appraisal to know what is included in the sale (including any assumed debt)."*

- All assets and liabilities that are included in the final transaction must be included in the business appraisal. This is similar to the basic concept of "comparing apples to apples".



## The value of a business includes:

Cash Flow x Multiple = Asset Value

$$\$215,000 \times 3.0 = \$650,000$$

- The value above includes:
  - all operating assets (FF&E)
  - all intangible assets (goodwill)



# Important Reminder: Transaction Type

## Example 1

<b>Enterprise value derived from previous slide...</b>	
Enterprise Value	\$650,000
+ Inventory	\$50,000
= EV + Inventory	\$700,000
<b>If transaction includes \$50M cash</b>	
+ Cash	\$50,000
	\$750,000
<b>If transaction also includes \$50M A/P</b>	
- Accounts Payable	-\$50,000
	\$700,000



# Important Reminder: Transaction Type

## Example 2

Enterprise Value	\$650,000
<b>If transaction includes \$200M in Target NWC</b>	
+ Current Assets	\$250,000
- Current Liabilities	-\$50,000
= Net Working Capital	\$200,000
<b>Value includes Net Working Capital</b>	
+ Value incl. NWC	\$850,000
<i>At closing, NWC balance should be confirmed.</i>	



# Full Balance Sheet

Accrual Basis	Adjusted Book Value				
	Tax Return 8/31/2015	Operating Yes/No	Adjusted Book Value	Included in Value	Included in Final Adj. Book Value
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash and Equivalent	150,148	Yes	150,148	No	-
Accounts Receivable	-		-		-
Inventory	100,494	Yes	100,494	Yes	100,494
Other Current Assets	10,000	Yes	1,000	No	-
<b>Total Current Assets</b>	<b>260,642</b>		<b>251,642</b>		<b>100,494</b>
<b>Fixed Assets*</b>					
Furniture, Equipment & Fixtures	1,184,893	Yes	1,184,893	Yes	1,184,893
Building	-		-		-
Leasehold Improvement	-		-		-
Vehicles	-		-		-
Less: Accum. Depreciation	(941,810)	Yes	(941,810)	Yes	(941,810)
<b>Total Fixed Assets</b>	<b>243,083</b>		<b>243,083</b>		<b>243,083</b>
<b>Other Assets**</b>					
Amortizable Assets	44,500	No	-		-
Less: Accum. Amortization	(44,500)	No	-		-
Prepaid Insurance	-		-		-
Deposits	-		-		-
<b>Total Other Assets</b>	<b>-</b>		<b>-</b>		<b>-</b>
<b>Total Assets</b>	<b>503,725</b>		<b>494,725</b>		<b>343,577</b>
<b>LIABILITIES AND EQUITY</b>					
<b>Current Liabilities</b>					
Trade Accounts Payables	23,287	Yes	23,287	No	-
Taxes Payable	59,311	Yes	59,311	No	-
Accrued Expenses	13,923	Yes	13,923	No	-
Bank Overdraft	50,996	Yes	50,996	No	-
<b>Total Current Liabilities</b>	<b>147,517</b>		<b>147,517</b>		<b>-</b>
<b>Long Term Liabilities:</b>					
Long Term Loan	-		-		-
Loans from Shareholders	275,000	No	-		-
Other Liabilities	-		-		-
<b>Total Long-term Debt</b>	<b>275,000</b>		<b>-</b>		<b>-</b>
<b>Total Liabilities</b>	<b>422,517</b>		<b>147,517</b>		<b>-</b>
<b>Equity</b>					
Capital Stock / APICapital	152,000		-		-
Retained Earnings	(70,792)		-		-
Adj. to Equity/Treasury	-		-		-
<b>Total Equity</b>	<b>81,208</b>	<b>Adjusted</b>	<b>347,208</b>	<b>Adjusted</b>	<b>343,577</b>
<b>Total Liabilities and Equity</b>	<b>503,725</b>		<b>494,725</b>		<b>-</b>

Indicated Value (Rounded)

\$344,000



# Sample Summary Table

## VALUATION/APPRaisal SUMMARY

The Small Business Administration (SBA) Standard Operating Procedures state the following: *The value of the intangible assets is determined by...the value of the business as identified in the business appraisal minus the sum of the working capital assets and the fixed assets being purchased.*<sup>1</sup> Therefore, Final Value minus (Assets less Liabilities) equals Intangible Assets.

The Final Value below includes only the following assets and liabilities:

Final Value	<u><u>\$1,930,000</u></u>
Cash or Cash Equivalent	\$0
Accounts Receivable	\$0
Inventory	\$100,494
Other Current Assets	\$0
Fixed Assets (net book value)	\$243,083
Other Assets	\$0
Total Tangible Assets Included in Value	<u>\$343,577</u>
Current Liabilities	\$0
Long Term Liabilities	<u>\$0</u>
Total Liabilities Included in Value	<u>\$0</u>
Assets less Liabilities (rounded)	<u><u>\$344,000</u></u>
Final Value minus (Assets less Liabilities)	
Total Intangible Assets Included in Final Value	<u><u>\$1,586,000</u></u>



# Equipment Appraisals

## ■ Fair Market Value (FMV)

- Value used in Business Appraisal (*previous slides*)
- e.g.: Price one would pay at a car dealer

## ■ Liquidation Values

- **SBA SOP Collateral Requirements** (SOP 50 10 5(H) pg. 165)  
*“Used or existing machinery and equipment may be valued at 50% of Net Book Value or 80% with an Orderly Liquidation Appraisal minus any prior liens for the calculation of “fully-secured.”*
- **Orderly Liquidation Value (OLV)**
  - Approx. 90-120 Days and typically 65% of Fair Market Value
  - e.g.: Price one would sell car for private party
- **Forced Liquidation Value (FLV)**
  - Approx. 30 Days and typically 35% of Fair Market Value
  - e.g.: Price one would get trading car into a dealership



# Q&A- Topics Discussed Thus Far

SBA Rules and Requirements

Intangible Assets

Deal Structure

Partnership Buyouts



# The Valuation Process

Cash Flow Analysis: Franchised Restaurant

Valuation Methods

Reasonable Valuation Multiples

Typical Add-backs &  
Normalizing Adjustments

Red Flags / FAQ





# Business Valuation Basics

## Standard of Values:

- **Fair Market Value:**
  - Hypothetical, willing/able buyer and sellers, under no compulsion to act, having reasonable knowledge of all facts, acting at arm's length
- **Investment Value:** (typically higher than FMV)
  - The value to a particular buyer based on individual investment requirements and potential synergies (intrinsic value)



# Fair Market Value: Dry Cleaner

This is my first business. I'm willing to pay you \$250,000 for your dry cleaner...





# Investment Value: Dry Cleaner



I own three dry cleaners in the neighborhood, I'll pay you \$350,000 for your business.





# Differences in Cash Flow for Lending vs. Business Valuations

## Cash Flow for Lending

- Specific to the **deal terms** and the **borrower's requirements**
- Cash flow in underwriting:
  - Takes into consideration buyer's global debt service and personal revolving debt (cars, house, credit card, etc.)
  - Loan amount and proposed Debt Service Coverage

## Cash Flow for Valuations

- Based on a **hypothetical** transaction
- Cash flow in valuations:
  - Assume one owner-operator
  - Does NOT consider the buyer's financial obligations, buyer's management skills, and buyer's global income.



# Case Study – Fast Food Franchise

- How to calculation Seller's Discretionary Earnings
- Finding all appropriate add-backs
- Difference between lender's and appraiser's cash flow
- Rule of thumb value using market approach (earnings multiple)



# Fast Food Franchise – S Corp

Form <b>1120S</b>		<b>U.S. Income Tax Return for an S Corporation</b>		OMB No. 1545-0123		
Department of the Treasury Internal Revenue Service		◆ Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation. ◆ Information about Form 1120S and its separate instructions is at <a href="http://www.irs.gov/form1120s">www.irs.gov/form1120s</a> .		<b>2014</b>		
For calendar year 2014 or tax year beginning				ending		
<b>Income</b>	1a Gross receipts or sales	1a	1,801,491			
	b Returns and allowances	1b	31,405			
	c Balance. Subtract line 1b from line 1a			1c	1,770,086	
	2 Cost of goods sold (attach Form 1125-A)			2	626,922	
	3 Gross profit. Subtract line 2 from line 1c			3	1,143,164	
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)			4		
5 Other income (loss) (see instructions—attach statement)		SEE STMT 1		5	2,335	
6 Total income (loss). Add lines 3 through 5				6	1,145,499	
<b>Deductions (see instructions for limitations)</b>	7 Compensation of officers (see instructions—attach Form 1125-E)			7	27,600	
	8 Salaries and wages (less employment credits)			8	448,939	
	9 Repairs and maintenance			9	64,221	
	10 Bad debts			10		
	11 Rents			11	109,066	
	12 Taxes and licenses			12	50,525	
	13 Interest			13	2,884	
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)			14	43,366	
	15 Depletion (Do not deduct oil and gas depletion.)			15		
	16 Advertising			16	80,581	
	17 Pension, profit-sharing, etc., plans			17		
	18 Employee benefit programs			18		
	19 Other deductions (attach statement)		SEE STMT 2		19	284,649
	20 Total deductions. Add lines 7 through 19				20	1,111,831
	21 Ordinary business income (loss). Subtract line 20 from line 6				21	33,668



# Fast Food Franchise – Cash Flow

Form **1120S**

Department of the Treasury  
Internal Revenue Service

## U.S. Income Tax Return for an S Corporation

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OMB No. 1545-0123

**2014**

For calendar year 2014 or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_

Deductions (see instructions for limitations)	7	Compensation of officers (see instructions—attach Form 1125-E) .....	7	27,600
	8	Salaries and wages (less employment credits) .....	8	448,939
	9	Repairs and maintenance .....	9	64,221
	10	Bad debts .....	10	
	11	Rents .....	11	109,066
	12	Taxes and licenses .....	12	50,525
	13	Interest .....	13	2,884
	14	Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562) .....	14	43,366
	15	Depletion (Do not deduct oil and gas depletion.) .....	15	
	16	Advertising .....	16	80,581
	17	Pension, profit-sharing, etc., plans .....	17	
18	Employee benefit programs .....	18	Amortization \$5,021	
19	Other deductions (attach statement) .....	19	284,649	
		SEE STMT 2		
20	Total deductions. Add lines 7 through 19 .....	20	1,111,831	
21	Ordinary business income (loss). Subtract line 20 from line 6 .....	21	33,668	

## Step 1: Calculate EBITDA



# Fast Food Franchise – Cash Flow

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Internal Revenue Service

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	8	Salaries and wages (less employment credits) .....	8	448,939
	9	Repairs and maintenance .....	9	64,221
	10	Bad debts .....	10	
	11	Rents .....	11	109,066
	12	Taxes and licenses .....	12	50,525
	13	Interest .....	13	2,884
	14	Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562) .....	14	43,366
	15	Depletion (Do not deduct oil and gas depletion.) .....	15	
	16	Advertising .....	16	80,581
	17	Pension, profit-sharing, etc., plans .....	17	
	18	Employee benefit programs .....	18	Amortization \$5,021
	19	Other deductions (attach statement) .....	19	284,649
	20	Total deductions. Add lines 7 through 19 .....	20	1,111,831
	21	Ordinary business income (loss). Subtract line 20 from line 6 .....	21	33,668

### EBITDA Calculation

Net Income (loss) from financials	\$ 33,668
<b>Add: Interest</b>	\$ 2,884
<b>Add: Taxes</b>	\$ -
<b>Add: Depreciation</b>	\$ 43,366
<b>Add: Amortization</b>	\$ 5,021
<b>EBITDA (unadjusted)</b>	<b>\$ 84,939</b>



# Fast Food Franchise – Cash Flow

Form **1120S**

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OMB No. 1545-0123

**2014**

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Deductions (see instructions for limitations)	7	Compensation of officers (see instructions—attach Form 1125-E) .....	7	27,600
	8	Salaries and wages (less employment credits) .....	8	448,939
	9	Repairs and maintenance .....	9	64,221
	10	Bad debts .....	10	
	11	Rents .....	11	109,066
	12	Taxes and licenses .....	12	50,525
	13	Interest .....	13	2,884
	14	Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562) .....	14	43,366
	15	Depletion (Do not deduct oil and gas depletion.) .....	15	
	16	Advertising .....	16	80,581
	17	Pension, profit-sharing, etc., plans .....	17	
	18	Employee benefit programs .....	18	Owner's Health \$5,000
	19	Other deductions (attach statement) .....	19	284,649
	20	Total deductions. Add lines 7 through 19 .....	20	1,111,831
	21	Ordinary business income (loss). Subtract line 20 from line 6 .....	21	33,668

## Step 2: Calculate Normalized Seller's Discretionary Earnings

	EBITDA
+	Owner's Compensation
+	Normalizing Adjustments*
=	Normalized SDE
	*Normalizing Adjustments
	Non-Recurring Expenses
	Non-Business Expenses
	Owner's Perks
	Rent Adjustment



# Typical Add-backs

Owner(s) compensation (over/under compensated)

Manager's Salary (if absentee owned) or Family Salaries (supported by W2's)

Related payroll taxes, benefits, profit sharing

Other Discretionary expenses:

- Spouse's Compensation (if not involved in business)
- Personal auto

Nonrecurring items or events:

- Non recurring legal fees
- Non recurring consulting fees paid to previous owner

Unrelated income / pass through income

Transactions with affiliate(s) (i.e. arm's-length)



# Fast Food Franchise – Cash Flow

Form **1120S**

Department of the Treasury  
Internal Revenue Service

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OMB No. 1545-0123

**2014**

For calendar year 2014 or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_

Deductions (see instructions for limitations)	7	Compensation of officers (see instructions—attach Form 1125-E) .....	7	<b>27,600</b>
	8	Salaries and wages (less employment credits) .....	8	448,939
	9	Repairs and maintenance .....	9	64,221
	10	Bad debts .....	10	
	11	Rents .....	11	<b>109,066</b>
	12	Taxes and licenses .....	12	50,525
	13	Interest .....	13	2,884
	14	Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562) .....	14	43,366
	15	Depletion (Do not deduct oil and gas depletion.) .....	15	
	16	Advertising .....	16	80,581
	17	Pension, profit-sharing, etc., plans .....	17	
	18	Employee benefit programs .....	18	<b>Owner's Health \$5,000</b>
	19	Other deductions (attach statement) .....	19	284,649
	20	Total deductions. Add lines 7 through 19 .....	20	1,111,831
	21	Ordinary business income (loss). Subtract line 20 from line 6 .....	21	33,668

### Appraiser's Cash Flow for Fast Food Franchise

<b>EBITDA</b>	<b>\$ 84,939</b>
<b>Add: Owner's Compensation</b>	<b>\$ 27,600</b>
<b>Add: Non-Business / Non-Recurring / Owner's "Perks"</b>	<b>\$ 5,000</b>
<b>Add: Rent Paid to Affiliate Holding Company (EPC/OC)</b>	<b>\$ 109,066</b>
<b>Less: Fair Market Rent</b>	<b>\$ (70,000)</b>
<b>Seller's Discretionary Earnings (SDE)</b>	<b>\$ 156,605</b>



Sq. Feet	Gross Rent PSF
3,500	\$20.00



# Fast Food Franchise – Cash Flow

Form **1065**  
 Department of the Treasury  
 Internal Revenue Service

**U.S. Return of Partnership Income**  
 For calendar year 2011, or tax year beginning \_\_\_\_\_, 2011,  
 ending \_\_\_\_\_, 20 \_\_\_\_\_.  
 ▶ See separate instructions.

OMB No. 1545-0099

**2011**

## Appraiser's Cash Flow(s)

Appraiser's Cash Flow for Fast Food Franchise	
EBITDA	\$ 84,939
<i>Add: Owner's Compensation</i>	\$ 27,600
<i>Add: Non-Business / Non-Recurring / Owner's "Perks"</i>	\$ 5,000
<i>Add: Rent Paid to Affiliate Holding Company (EPC/OC)</i>	\$ 109,066
<i>Less: Fair Market Rent</i>	\$ (70,000)
<b>Seller's Discretionary Earnings (SDE)</b>	<b>\$ 156,605</b>
<i>Less: Market Replacement Salary for Owner</i>	\$ (35,000)
<b>Adjusted EBITDA</b>	<b>\$ 121,605</b>

- Adjustment for market comp/rent
- Adjustment for fair market comp

## vs. Underwriter's Cash Flow

Cash Flow for Lenders (Underwriters)	
EBITDA	\$ 84,939
<i>Add: Owner's Compensation</i>	\$ 27,600
<i>Deduct: Buyer's Required Draw (spouse has W2 income)</i>	\$ (20,000)
<i>Add: Rent Paid to Affiliate Holding Company (EPC/OC)</i>	\$ 109,066
<b>Cash Flow Available to Service Debt</b>	<b>\$ 201,605</b>

- Adjustment for buyer's draw
- No adjustment for market rent



# How is a Business Valued?

## Asset approach

- Adjusted Book Value Method

## Market approach

- (Similar) Transaction Method

## Income approach

- Single Period Capitalization Method
- Multi Period Discounted Cash Flow Method

\*Each approach should be considered in every valuation engagement



# How are Values Reconciled?

RECONCILIATION					
100% Control Interest in the Company					
Valuation Method:	Indicated Value	Discount/ Premium Rate	Confidence Level	Weighted Estimate	
<b>Asset Approach</b>					
<i>Adjusted Book Value Method</i>	700,000				
(No Discounts or Premiums)	-	0%			
Adjusted Value	700,000		0%	-	
<b>Market Approach</b>					
<i>Direct Market Data Method</i>					Coefficient of Variance
<b>Pratt's Stats Data:</b>					# of x'actions
<i>Price / Sales</i>	2,100,000		0.0%	-	0.80
<i>Price / EBITDA</i>	1,450,000		25.0%	362,500	0.35
<i>Price / Seller's Discretionary Earnings</i>	1,345,000		25.0%	336,250	0.42
<b>BIZCOMPS Data:</b>					
<i>Price / Sales</i>	800,000		0.0%	-	0.75
<i>Price / Seller's Discretionary Earnings</i>	1,250,000		25.0%	312,500	0.45
(No Discounts or Premiums)					
<b>Income Approach</b>					
<i>Capitalization Method - Control Adjusted</i>	1,545,000				
Less: Illiquidity Discount	(161,477)	10.5%			
Adjusted Value	1,383,523		25%	345,881	
Value - 100% Interest in Company			100%	1,357,131	
Times Interest to be Valued				x 100%	
Value Conclusion - 100% Interest in Company				1,357,131	
<b>Value Conclusion - 100% Interest in Company (Rounded)</b>				<b>\$ 1,360,000</b>	



# Using the Market Approach

- Price / **Sales** multiple
  - Apply a multiple to the sales

Sales	\$ 2,000,000
Price / Sales Multiple	0.45
Value	<u>\$ 900,000</u>

- The Price / Sales approach does not take into consideration many variable expenses that can impact the cash flow (rent, COGS, salaries, etc.), so this multiple is relied upon infrequently.



# Using the Market Approach

- Market Approach is the most frequently used appraisal method for small businesses (sales less than \$2 - \$3 million)
  - Price / **Earnings** multiple
    - Apply a multiple to the earnings

Earnings (SDE)	\$ 250,000
Price / Earnings Multiple	4
Value	\$ 1,000,000



# Which Multiple is Reasonable for the Previous Fast Food Franchise?

Normalized SDE (rounded)		150,000	}			
Chosen Price / Earnings Multiple	x	<b>2.0</b>			2 year return	
Estimated Value (rule of thumb)		<u>300,000</u>			50% ROI	
Normalized SDE (rounded)		150,000	}			
Chosen Price / Earnings Multiple	x	<b>3.0</b>			3 year return	
Estimated Value (rule of thumb)		<u>450,000</u>			33% ROI	
Normalized SDE (rounded)		150,000	}			
Chosen Price / Earnings Multiple	x	<b>4.0</b>			4 year return	
Estimated Value (rule of thumb)		<u>600,000</u>			25% ROI	



# Factors that Influence the Multiple

Owner's involvement

Financial Strength

Transferability of Revenues

Size of Potential Buyer Pool

Customer Concentration

Size of Company / Revenues

Growth Prospects

Marketability

Brand recognition

Industry and company risk

Management depth

Employee retention

Ease of operations

Quality of clients

Product mix



# Which Multiple is Reasonable for the Previous Fast Food Franchise?

Normalized SDE (rounded)		150,000			
Chosen Price / Earnings Multiple	x	<u><b>2.0</b></u>	}	2 year return	
Estimated Value (rule of thumb)		300,000		50% ROI	
Normalized SDE (rounded)		150,000	}	3 year return	
Chosen Price / Earnings Multiple	x	<u><b>3.0</b></u>		33% ROI	
Estimated Value (rule of thumb)		450,000			
Normalized SDE (rounded)		150,000	}	4 year return	
Chosen Price / Earnings Multiple	x	<u><b>4.0</b></u>		25% ROI	
Estimated Value (rule of thumb)		600,000			



# Typical Multiples for Other Industries

- **Dentist Practice - 2.0x SDE multiple**
  - high chance of attrition if dentist sells
  - limited buyer pool
  - no brand recognition
  - no depth in management structure
- **Liquor Store - 3.0 – 4.0 SDE multiple**
  - no attrition upon sale
  - large buyer pool
  - often high liquor license value and barrier of entry
  - no customer concentration
  - ease of operations / ability to run absentee



# Recognizing Red Flags and Other Considerations

Is the deal price in excess of 4x adjusted Seller's Discretionary Earnings (SDE) or 5x adjusted EBITDA?

What are quality of the financial statements? (Tax Returns, Audited, Reviewed, Compiled or Internal)

Are there any significant capital expenditure requirements that will impact cash flow? (*Income approach is only method that factors in capital expenditures!*)

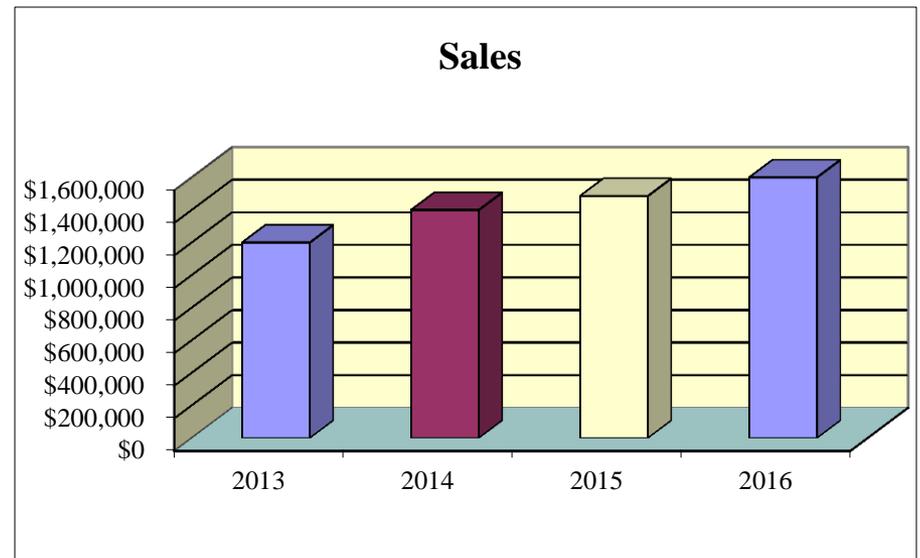
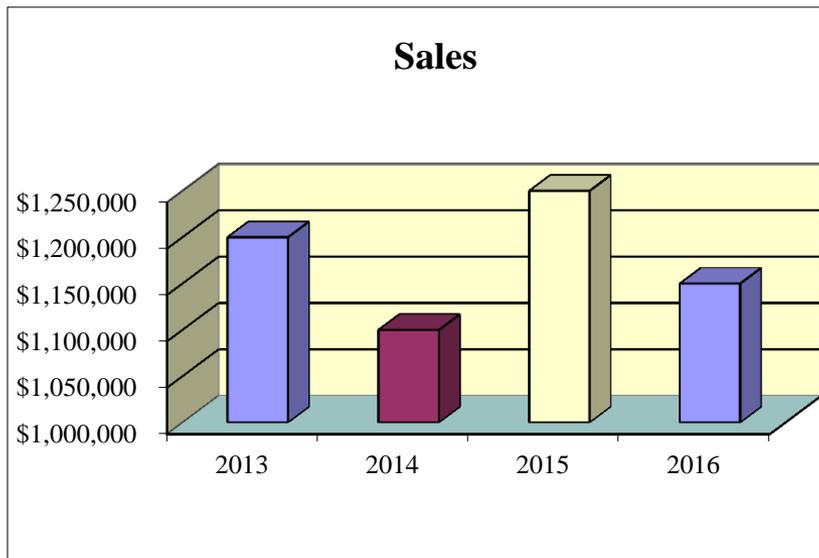
If valuing a division or one of several locations, did you look to see if the seller "loaded up" other divisions to make the division to be sold more profitable?

Is the price of the business based solely upon one year of financial statements (typically the most profitable year)?



## Frequently Asked:

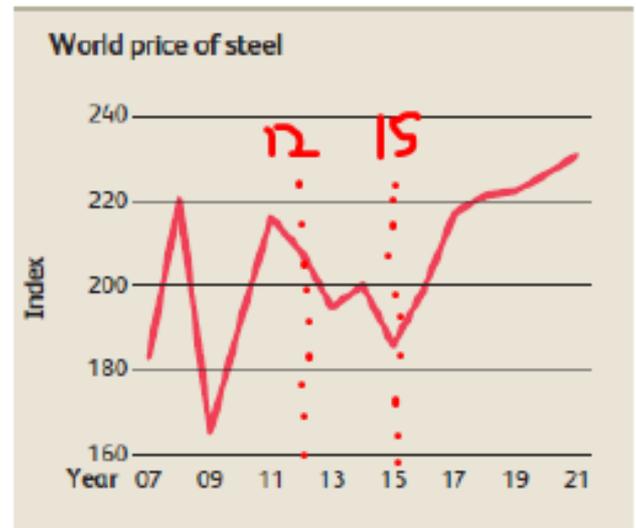
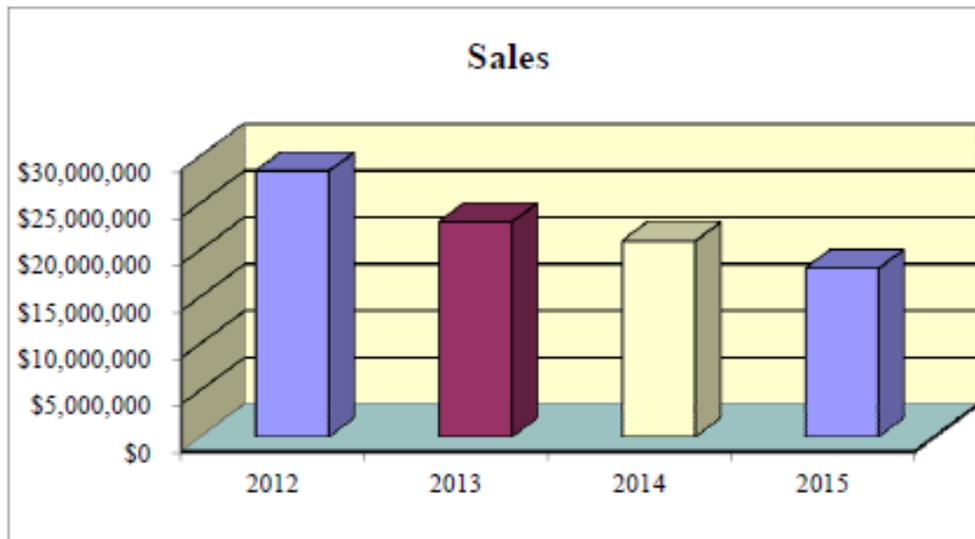
- **Question** – What year do you place most weight on?
- **Answer** – It depends on growth, volatility, anomalies, etc.





## Frequently Asked:

- **Question** – What year do you place most weight on?
- **Answer** – It depends on growth, volatility, anomalies, etc.





## Frequently Asked Questions

- **Question** – What financial statements do you prefer to prepare the business valuation?
- **Answer** – The appraiser will utilize the most accurate financial statements available ... typically GAAP accrual statements (even if internal or compiled). While cash accounting accurately tracks cash flow, it gives a false impression of your revenue and expenses. Therefore, accrual basis financials are preferred to depict an accurate "live" overview of the company's performance and cannot be as easily manipulated.



## Frequently Asked Questions

- **Question** – The seller's files a Schedule C and does not have balance sheets. How will you treat tangible vs intangible assets?
- **Answer** – For purposes of calculating intangible assets, if an internal balance sheet cannot be produced, the appraiser must assign the entire value of the business to intangible assets.



## Frequently Asked Questions

- **Question** – The buyer is purchasing three different businesses (for example restaurants), all owned by separate companies. Can you combine them into one report?
- **Answer** – Yes, as long as there is one loan and the businesses are similar in nature (or the same franchise). If there are three separate loans, you need three separate valuations.



## Q&A

Calculate the  
EBITDA / SDE

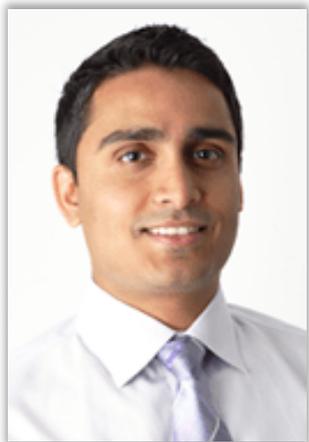
Cash Flow  
Adjustments

Choosing an  
Appropriate  
Multiple

Red Flags



# Contact Information



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[www.reliantvalue.com](http://www.reliantvalue.com)



# Contact Information

## SBA WV District Office

- Rick Haney – 304.623.7449 or [Richard.Haney@sba.gov](mailto:Richard.Haney@sba.gov)
- Leo Lopez – 304.347.5220 or [Leo.Lopez@sba.gov](mailto:Leo.Lopez@sba.gov)

Or contact your local Lender Relations Specialist – [www.sba.gov](http://www.sba.gov)

# Upcoming December Training

## SBA WV District Office

### Export Trade Financing Programs

**December 6, 2016 - 11:00 a.m. Eastern**

Spend 30 minutes with the WV District Office and SBAs International Trade Specialist Bill Houck to make sure you don't miss out on profitable lending opportunities throughout your commercial loan portfolios. Learn how SBAs Export Trade Financing Programs with their 90 percent guaranty, can help you expand your existing relationships, cross sell your commercial and business finance capabilities, and add more value to your offerings to be more competitive.

### Determining the Business Global Cash Flow

**December 13, 2016 - 11:30 a.m. Eastern (note starting time)**

Join the Lender Relations Specialists Rick Haney and Leo Lopez from the WV District Office, President & CEO of Capital Growth Solutions Gary Griffin, and President & Founder of Radar Lender Services Ray Chiamulera as they provide an overview of what SBA requires when calculating a small businesses global cash flow.

To Register, visit: <https://www.sba.gov/offices/district/wv/clarksburg/resources/west-virginia-lender-resources-training>